

#26
14293-B
14293-C

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
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*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
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RECORDATION NO. 14293-B FILED 200
JUN 7 1988-2 24 PM
INTERSTATE COMMERCE COMMISSION
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JUN 7 1988-2 24 PM

June 7, 1988

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 8-159A115
Date JUN 7 1988
Fee \$ 26.00

Dear Ms. McGee:

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed copies each of 1) a Memorandum of Amendment to Railroad Equipment Lease dated as of December 21, 1987 and 2) an Assignment of Lease Amendment dated as of December 21, 1987, both secondary documents as defined in the Commission's Rules for the Recordation of Documents.

The enclosed documents relate to the Lease Agreement dated as of September 26, 1983, which was duly filed and recorded on March 16, 1984 under Recordation Number 14293.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Southern Pacific Transportation
Company
One Market Plaza
San Francisco, California 94105

Assignee: James-Furman & Company
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

CT. Kaysle
Quintana

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
June 7, 1988
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A description of the railroad equipment covered by the enclosed documents is:

65 42 foot, 100-ton railcars marked and numbered
SP 800000 through SP 800064, both inclusive.

85 52 foot, 100-ton railcars marked and numbered
SP 800065 through SP 800149, both inclusive.

Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return two stamped copies of each of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Memorandum of Amendment to Railroad Equipment Lease dated as of December 21, 1987 between Greenbrier Leasing Corporation, Lessor, and Southern Pacific Transportation Company, Lessee; and Assignment of Lease Amendment dated as of December 21, 1987 from Greenbrier Leasing Corporation to James-Furman & Company, covering 150 railroad cars, SP 800000 - SP 800149.

Very truly yours,

Charles T. Kappler
Charles T. Kappler

Enclosures

ASSIGNMENT OF LEASE AMENDMENT

RECORDED BY 14293 C
JUN 7 1988 -2 24 PM
INTERSTATE COMMERCE COMMISSION

1. This Assignment of Lease Amendment is made and entered into as of December 21, 1987, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Greenbrier"), and James-Furman & Company, an Oregon general partnership ("James-Furman").

2. Under a Railroad Equipment Lease Agreement dated as of September 26, 1983 (the "Lease"), Greenbrier leased to Southern Pacific Transportation Company the following railcars:

65 42-foot, 100-ton railcars, bearing road numbers SP 800000 through SP 800064, inclusive;

35 52-foot, 100-ton railcars, bearing road numbers SP 800065 through SP 800099, inclusive; and

50 James-Furman railcars, bearing road numbers SP 800100 through SP 800149, inclusive.

The Lessor's interest in the Lease was then assigned to James-Furman by Greenbrier by Lease Assignment dated March 1, 1984.

3. By Amendment to Railroad Equipment Lease dated December 21, 1987 ("Amendment"), Greenbrier and Southern Pacific Transportation Company amended the Lease.

4. In consideration of the assumption by James-Furman of Greenbrier's obligations of performance under the Amendment and for other valuable consideration, Greenbrier hereby assigns to James-Furman all of its right, title and interest as Lessor of the above-described railcars under the Amendment.

5. James-Furman hereby accepts this assignment and assumes and agrees to keep and perform all of the terms, provisions and obligations of the Amendment with regard to the above-described railcars, required to be kept and performed by Greenbrier as Lessor thereunder.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Lease Amendment to be duly executed as of the date first above written.

GREENBRIER LEASING CORPORATION,
a Delaware Corporation

By: Norris M. Webb
Vice President

JAMES-FURMAN & COMPANY, an
Oregon General Partnership

By: Alan James
Partner

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 8th day of April, 1988, personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


Janet E. Hudson

NOTARY PUBLIC

My commission expires: 5/28/90


STATE OF OREGON)
) SS
COUNTY OF CLACKAMAS)

On this 8th day of April, 1988, before me personally appeared Alan James to me personally known, who being by me duly sworn, says that he is a General Partner of JAMES-FURMAN & COMPANY, an Oregon general partnership, that the foregoing instrument was signed on behalf of said partnership and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership on behalf of said partnership.

My commission expires: 5/28/90

Janet E. Hudson

Notary Public

[SEAL]


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